

EXHIBIT A
[Proposed] Order

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UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

In re:

PG&E CORPORATION,

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

- ☐ Affects PG&E Corporation
☐ Affects Pacific Gas and Electric
Company
☒ Affects both Debtors

** All papers shall be filed in the Lead
Case, No. 19-30088 (DM).*

Bankruptcy Case
No. 19-30088 (DM)

Chapter 11
(Lead Case)
(Jointly Administered)

**[PROPOSED] ORDER PURSUANT TO 11 U.S.C.
§§ 363(b) AND 105(a) AND FED. R. BANKR. P. 6004
AND 9019 (I) AUTHORIZING THE DEBTORS TO
SETTLE THE CLAIMS OF TUBBS PREFERENCE
CLAIMANTS AND (II) GRANTING RELATED
RELIEF**

1 Upon the Motion, dated January 6, 2020 [Docket No. [●]] (the “**Motion**”),¹ of PG&E
2 Corporation and Pacific Gas and Electric Company, as debtors and debtors in possession
3 (together, “**PG&E**” or the “**Debtors**”) in the above-captioned chapter 11 cases (the “**Chapter 11**
4 **Cases**”), pursuant to sections 363(b) and 105(a) of title 11 of the United States Code (the “**Bankruptcy**
5 **Code**”) and Rules 6004 and 9019 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy**
6 **Rules**”), for entry of an order (i) authorizing the Debtors to settle the claims of the Tubbs Preference
7 Claimants and (ii) granting related relief, all as more fully set forth in the Motion; and this Court having
8 jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and
9 1334, the *Order Referring Bankruptcy Cases and Proceedings to Bankruptcy Judges*, General Order 24
10 (N.D. Cal.), and Bankruptcy Local Rule 5011-1(a); and consideration of the Motion and the requested
11 relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court
12 pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found and determined that notice of the
13 Motion as provided to the parties listed therein is reasonable and sufficient, and it appearing that no
14 other or further notice need be provided; and this Court having reviewed the Motion and the Loduca
15 Declaration; and the Court having held a hearing to consider the Motion; and this Court having
16 determined that the legal and factual bases set forth in the Motion establish just cause for the relief
17 granted herein; and it appearing that the relief requested in the Motion represents a sound exercise of
18 the Debtors’ business judgment and is in the best interests of the Debtors, their estates, creditors,
19 shareholders, and all other parties in interest; and upon the record of all of the proceedings had before
20 this Court, and after due deliberation and sufficient cause appearing therefor,

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28 ¹ Capitalized terms used but not otherwise herein defined shall have the meanings ascribed to such terms
in the Motion.

IT IS HEREBY ORDERED THAT:

1. The Motion is granted as provided herein.

2. The Tubbs Settlements represent a valid and sound exercise of the Debtors' business judgment and, pursuant to sections 363(b) and 105(a) of the Bankruptcy Code and Bankruptcy Rule 9019, are hereby approved in their entirety.

3. The Debtors are authorized to enter into and perform under the Tubbs Settlements, and execute and deliver all instruments and documents and take any additional actions as are necessary or appropriate to implement and effectuate the entry into and performance under the Tubbs Settlements, including any transactions contemplated thereby.

4. The failure to describe specifically or include any particular provision of, or documents related to, the Tubbs Settlements in the Motion or this Order shall not diminish or impair the effectiveness of the Tubbs Settlements, it being the intent of this Court that the Tubbs Settlements be approved in their entirety.

5. This Order shall be immediately effective and enforceable upon its entry.

6. The Debtors are authorized to take all necessary actions to effectuate the relief granted pursuant to this Order in accordance with the Motion.

7. This Court retains exclusive jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

**** END OF ORDER ****